

**195000049438**  
**FRED ELEFANT, P. A.**

ATTORNEY AT LAW

DUPONT CENTER, SUITE 105  
1650 PRUDENTIAL DRIVE  
JACKSONVILLE, FLORIDA 32207

FAX (904) 398-2068  
TELEPHONE (904) 398-2277

MAILING ADDRESS:  
POST OFFICE BOX 749  
JACKSONVILLE, FL 32201-0749

June 19, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

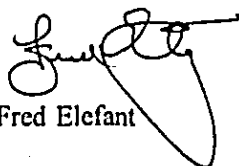
RE: Sugar Shack Cafe, Inc.  
Name Reservation No. R95000001032

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for Sugar Shack Cafe, Inc., together with a copy of the above-referenced name reservation.

After you have filed the original of the Articles, please certify and return the copy to me. Enclosed is our check in the amount of \$122.50 for the filing fee.

Sincerely,

  
Fred Elephant

EFFECTIVE DATE

6-19-95

FE/lc  
Enclosures

*R95-1032*  
*DMC*  
*6/23/95*

300001519563  
-06/21/95--01068--020  
\*\*\*\*122.50 \*\*\*\*122.50

**FILED**  
95 JUN 21 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 10, 1995

MICHAEL DAVIS  
P.O. BOX 2751  
JACKSONVILLE, FL 32203

The name SUGAR SHACK CAFE, INC. has been reserved for 120 days beginning March 10, 1995. The reservation number is R95000001032 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 795A00010910

**ARTICLES OF INCORPORATION  
OF  
SUGAR SHACK CAFE, INC.**

**FILED**

95 JUN 21 PM 4:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I  
Name**

**EFFECTIVE DATE**

6-19-95

Section 1.1. Name. The name of this corporation shall be Sugar Shack Cafe, Inc.

**Article II  
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 8122 Lem Turner Road, Jacksonville, Florida 32209.

**Article III  
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Seven Thousand (7,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Article IV  
Initial Registered Agent and Address**

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Fred Elefant  
1650 Prudential Drive, Suite 105  
Jacksonville, Florida 32207

**Article V**  
**Incorporator**

**Section 5.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Fred Elefant  
1650 Prudential Drive, Suite 105  
Jacksonville, Florida 32207

**Article VI**  
**Duration**

**Section 6.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, June 19, 1995, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

**Article VII**  
**Purposes**

**Section 7.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

**Section 8.1. Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1).

Section 8.2. Initial Director. The name and street address of the initial director of the corporation is:

Patricia Manzi  
8122 Lem Turner Boulevard  
Jacksonville, Florida 32209

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

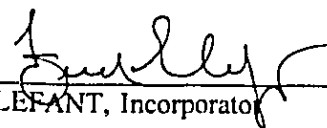
#### **Article IX** **Bylaws**

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **Article X** **Amendment**

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 19 day of June, 1995.

  
\_\_\_\_\_  
FRED ELEFANT, Incorporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

**FILED**

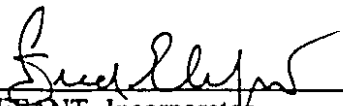
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In compliance with Sections 48.091, 607.0501 and 607.0505, Florida  
following is submitted:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

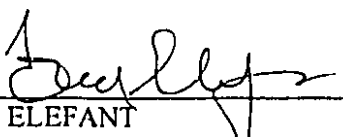
SUGAR SHACK CAFE, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates FRED ELEFANT as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1650 Prudential Drive, Suite 105, Jacksonville, Florida 32207.

DATED this 19 day of June, 1995.

  
FRED ELEFANT, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 19 day of June, 1995.

  
FRED ELEFANT

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FILED

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SECRET  
TALLAH

Office Use Only

MR. MICHAEL A DAVIS  
- MRS. MANZI PATRIZIA  
11624 Hale Marpe DR  
- JAX, FL. 32223

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

6000001883966  
-07/03/96--01097--0008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |  |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Amendment                              |
| <input type="checkbox"/>            | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/>            | Change of Registered Agent             |
| <input type="checkbox"/>            | Dissolution/Withdrawal                 |
| <input type="checkbox"/>            | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

N. HENDRICKS JUL 11 0 1996

|                     |  |
|---------------------|--|
| Examiner's Initials |  |
|---------------------|--|

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
SUGAR SHACK CAFE, INC.

FILED

SS JUL -3 1996

SECRET

SUGAR SHACK CAFE, INC., a Florida corporation, hereby certifies as follows:

That at a joint special meeting of the Board of Directors and shareholders of said corporation duly convened and held on the 7th day of June, 1996, at 10:00 a.m. (notice of which special meeting had been waived in writing by the sole director and shareholder of said corporation), the following resolution was unanimously adopted by the owner of 100% of the stock of the corporation and the sole director thereof:

"RESOLVED that Article I of the Articles of Incorporation of said corporation be amended so that, as amended, it shall read as follows:

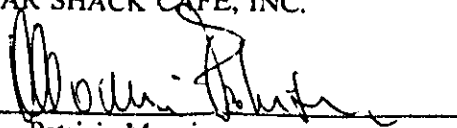
Article I  
Name

Section 1.1. Name. The name of this corporation shall be  
COTTON CLUB RESTAURANT, LOUNGE & PACKAGE  
STORE, INC."

IN WITNESS WHEREOF, SUGAR SHACK CAFE, INC. has caused this Certificate to  
be executed by its President and Secretary and its corporate seal to be hereunto affixed and  
attested by its Secretary this nd day of July, 1996.

SUGAR SHACK CAFE, INC.

By

  
Patrizia Manzi  
Its President

Attest

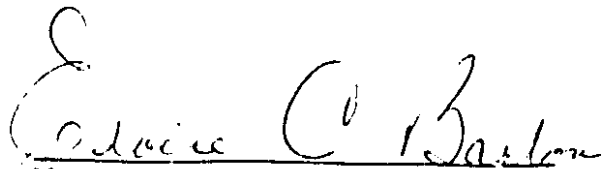
  
Its Secretary



STATE OF FLORIDA  
COUNTY OF DUVAL

On this 3<sup>rd</sup> day of July, 1996, before me, the undersigned authority, personally appeared PATRIZIA MANZI, who acknowledged before me that as President and Secretary of Sugar Shack Cafe, Inc., she executed the foregoing Certificate of Amendment of Articles of Incorporation of Sugar Shack Cafe, Inc., in the name and on behalf of said corporation in accordance with the authority duly conferred upon her by the stockholders and Board of Directors of said corporation, and further acknowledged that the corporate seal of said corporation was duly affixed and attested by the Secretary of said corporation, and further acknowledged that the foregoing Certificate of Amendment of Articles of Incorporation of Sugar Shack Cafe, Inc. is the act and deed of the corporation.

WITNESS my hand and official seal at Jacksonville, Florida, on the day and year first above written.

  
Notary Public, State of Florida at Large

My commission expires:

